



DECLARATION

COPY OF PAPERS
ORIGINALLY FILED

As the below-named inventor, I declare that:

My residence, post office address, and citizenship are as stated below under my name.

I believe I am the original, first, and sole inventor of the subject matter claimed and for which a patent is sought on the invention entitled "LOYALTY PROGRAM," the specification of which was filed in the U.S. Patent and Trademark Office on July 23, 2001 and assigned application number 09/911,853, confirmation number 3888, which application claims the benefit of U.S. Provisional Application number 60/255,993, filed December 14, 2000.

I have reviewed and understand the contents of the above-identified specification and claims, as amended by any amendment specifically referred to above.

I acknowledge my duty to disclose information which is material to the patentability of this application in accordance with 37 C.F.R. § 1.56(a).

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that the making of willfully false statements and the like is punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and may jeopardize the validity of any patent issuing from this patent application.

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Naushad Ali

Date

12/28/01

Residence : City of Monroe
State of Washington
Citizenship : United States of America
P.O. Address : 16506 162nd Street SE
Monroe, Washington 98272

ASSIGNMENT

WHEREAS, I, Naushad Ali ("ASSIGNOR"), having a post office address of 16506 162nd Street SE, Monroe, Washington 98272, am the sole inventor of an invention entitled "LOYALTY PROGRAM," as described and claimed in the specification for which an application for United States letters patent was filed on July 23, 2001, and assigned Application No. 09/911,853, which application claims the benefit of U.S. Provisional Application No. 60/255,993, filed December 14, 2001;

WHEREAS, BondRewards, Inc. ("ASSIGNEE"), a corporation of the State of Washington having a place of business at 14711 NE 29th Place, Suite 204, Bellevue, Washington 98007, is desirous of acquiring the entire right, title, and interest in and to the invention and in and to any patents that may be granted therefor in the United States and in any and all foreign countries;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, and transfers unto ASSIGNEE, its legal representatives, successors, and assigns, the entire right, title and interest in and to the invention as set forth in the above-mentioned application, including any continuations, continuations-in-part, divisions, reissues, re-examinations, or extensions thereof, any other inventions described in the application, and any and all patents of the United States of America and all foreign countries that may be issued for the invention, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from the United States application to which foreign applications are entitled by virtue of international convention, treaty or otherwise, the invention, application and all patents on the invention to be held and enjoyed by ASSIGNEE and its successors and assigns for their use and benefit and of their successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNOR had this assignment, transfer, and sale not been made.

UPON THE ABOVE-STATED CONSIDERATIONS, ASSIGNOR agrees to not execute any writing or do any act whatsoever conflicting with this assignment, and at any time upon request, without further or additional consideration but at the expense of ASSIGNEE, execute all instruments and documents and do such additional acts as ASSIGNEE may deem necessary or desirable to perfect ASSIGNEE's enjoyment of this grant, and render all necessary assistance required for the making and prosecution of applications for United States and foreign patents on the invention, for litigation regarding the patents, or for the purpose of protecting title to the invention or patents therefor.

ASSIGNOR authorizes and requests the Commissioner of Patents and Trademarks to issue any Patent of the United States that may be issued for the invention to ASSIGNEE.

12/28/01 _____
Date Naushad Ali

State of _____)
County of _____) ss.

I certify that I know or have satisfactory evidence that Naushad Ali is the person who appeared before me, and the person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated _____
Signature of _____
Notary Public _____
Printed Name _____
My appointment expires _____